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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 206930

The Registrar of Companies for Scotland hereby certifies that MACROCOM (602) LIMITED

having by special resolution changed its name, is now incorporated under the name of

THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED

Given at Companies House, Edinburgh, the 9th August 2000

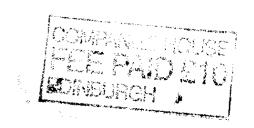


CSC2069308





Company No: SC206930



MACROCOM (602) LIMITED

Written record of a decision of the sole Member of the Company taken pursuant to Section 382B(1) of the Companies Act 1985.

SPECIAL RESOLUTION

"THAT the name of the Company be changed to "The Edinburgh Schools Partnership Limited".

Authorised Signatory of

MacRoberts Corporate Services Limited

(Sole Member)

_____ & & Date

SCT S9LKHSQ5 1526
COMPANIES HOUSE 03/08/00